

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

TRANSCARE CORPORATION, et al.,

Debtors.

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Chapter 7
Case No. 16-10407 (SMB)
(Jointly Administered)

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SALVATORE LAMONICA, as Chapter 7
Trustee for the Estates of TransCare
Corporation, et al.,

Plaintiff,

- against -

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Adv. Proc. No. 18-1021 (SMB)

LYNN TILTON, PATRIARCH PARTNERS
AGENCY SERVICES, LLC, PATRIARCH
PARTNERS, LLC, PATRIARCH PARTNERS
MANAGEMENT GROUP, LLC, ARK II CLO
2001-1 LIMITED, TRANSCENDENCE
TRANSIT, INC., and TRANSCENDENCE
TRANSIT II, INC.,

Defendants.

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**DECLARATION OF MICHAEL T. MERVIS IN SUPPORT OF
DEFENDANTS' MOTION FOR PARTIAL SUMMARY JUDGMENT**

Michael T. Mervis declares, pursuant to 28 U.S.C. § 1746 and under penalty of perjury, that the following is true and correct:

1. I am a partner at the law firm Proskauer Rose LLP, counsel for Defendants in the above-captioned adversary case. I submit this Declaration in support of Defendants' Motion for Partial Summary Judgment and, in particular, to place before the Court the exhibits that are described herein and annexed hereto. Capitalized terms used but not defined herein have the meaning ascribed to them in Defendants' Local Rule 7056-1(b) Statement of Material Facts Not in Dispute, submitted herewith.

2. Attached hereto as **Exhibit 1** is a true and correct copy of a transcript of the April 6, 2017 examination of Defendant Lynn Tilton by the chapter 7 trustee in the above-captioned bankruptcy cases during a meeting conducted pursuant to section 341 of the Bankruptcy Code.

3. Attached hereto as **Exhibit 2** is a true and correct copy of excerpts from the Deposition Transcript of Jean Luc Pelissier (of PPMG)¹ taken on October 24, 2018, in the above-captioned adversary case.

4. Attached hereto as **Exhibit 3** is a true and correct copy of excerpts from the Deposition Transcript of Glenn Leland (CEO of TransCare) taken on November 27, 2018, in the above-captioned adversary case.

5. Attached hereto as **Exhibit 4** is a true and correct copy of excerpts from the Deposition Transcript of Lynn Tilton taken on October 29, 2018, in the above-captioned adversary case.

¹ Individuals are identified by their place of employment during the Relevant Time Period the first time that they are mentioned herein.

6. Attached hereto as **Exhibit 5** is a true and correct copy of Contract No. 07H9751T, as amended, dated February 27, 2009, between the New York City Transit Authority and TransCare New York, Inc., bearing Bates number PP-TRBK0002396 through PP-TRBK0002788.

7. Attached hereto as **Exhibit 6** is a true and correct copy of excerpts from the Deposition Transcript of Brian Stephen (of Patriarch Partners) taken October 17, 2018, in the above-captioned adversary case.

8. Attached hereto as **Exhibit 7** is a true and correct copy of excerpts from the Deposition Transcript of Michael Greenberg (of Patriarch Partners) taken on October 10, 2018, in the above-captioned adversary case.

9. Attached hereto as **Exhibit 8** is a true and correct copy of the Credit Agreement between TransCare Corporation and Patriarch Partners Agency Services, LLC, as Administrative Agent, dated August 4, 2003, bearing Bates number PP-TRBK0000027 through PP-TRBK0000107.

10. Attached hereto as **Exhibit 9** is a true and correct copy of Amendment 25 to the Credit Agreement between TransCare Corporation and Patriarch Partners Agency Services, LLC, as Administrative Agent, dated March 5, 2015, bearing Bates number PP-TRBK0099600 through PP-TRBK0099609.

11. Attached hereto as **Exhibit 10** is a true and correct copy of a Security Agreement between TransCare Corporation and Patriarch Partners Agency Services, LLC, dated August 4, 2003, bearing Bates number TRANSCARE00230120 through TRANSCARE00230190.

12. Attached hereto as **Exhibit 11** is a true and correct copy of a Loan and Security Agreement between TransCare Corporation, TransCare New York, TransCare Pennsylvania, Inc., TransCare Maryland, Inc., TransCare ML, Inc., TC Hudson Valley Ambulance Corp., TC Billing

and Services Corp., TC Ambulance Corporation, TransCare Management Services, Inc., TCBA Ambulance, Inc., TransCare Westchester, Inc. and TransCare Harford County, Inc., as borrowers; and TC Ambulance Group, Inc. and TC Ambulance North, Inc., as guarantors; and Wells Fargo N.A., as successor-by-merger with Wachovia Bank, N.A. ("Wells Fargo"), dated October 13, 2006, bearing Bates number CURTIS_000736 through CURTIS_000934.

13. Attached hereto as **Exhibit 12** is a true and correct copy of an Intercreditor Agreement between Wells Fargo and Patriarch Partners Administrative Services, LLC, as Administrative Agent, dated October 13, 2006, bearing Bates number CURTIS_000001 through CURTIS_000032.

14. Attached hereto as **Exhibit 13** is a true and correct copy of an email from Lynn Tilton to Randy Jones (of Patriarch Partners), Jean Luc Pelissier, Brian Stephen, and John Pothin (of Patriarch Partners), dated December 31, 2014, and accompanying chain, bearing Bates number PP-TRBK0054137.

15. Attached hereto as **Exhibit 14** is a true and correct copy of an email from Lynn Tilton to Jean Luc Pelissier, dated December 14, 2014, bearing Bates number PP-TRBK0087830.

16. Attached hereto as **Exhibit 15** is a true and correct copy of excerpts from the Deposition Transcript of Glenn Leland taken on January 3, 2019, in the above-captioned adversary case.

17. Attached hereto as **Exhibit 16** is a true and correct copy of excerpts from the Deposition Transcript of John Husson (of Wells Fargo) taken on November 12, 2018, in the above-captioned adversary case.

18. Attached hereto as **Exhibit 17** is a true and correct copy of an email from Michael Greenberg to Melissa Provost (of Wells Fargo), dated April 15, 2015, and accompanying chain,

bearing Bates number PP-TRBK0069028 through PP-TRBK0069030, and attaching documents, bearing Bates number PP-TRBK0069031 through PP-TRBK0069060.

19. Attached hereto as **Exhibit 18** is a true and correct copy of an email from Glenn Leland to Lynn Tilton, dated February 10, 2015, and accompanying chain, bearing Bates number PP-TRBK0028514 through PP-TRBK0028521.

20. Attached hereto as **Exhibit 19** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated February 22, 2015, bearing Bates number PP-TRBK0072425 through PP-TRBK0072434, attaching a document bearing Bates number PP-TRBK0072435 through PP-TRBK0072453, attaching an Excel spreadsheet bearing Bates number PP-TRBK0072454, and attaching a PowerPoint presentation bearing Bates number PP-TRBK0072455 through PP-TRBK0072510.

21. Attached hereto as **Exhibit 20** is a true and correct copy of an email from Glenn Leland to Lynn Tilton, dated June 7, 2015, bearing Bates number PP-TRBK0031307 through PP-TRBK0031310, attaching a document bearing Bates number PP-TRBK0031311 through PP-TRBK0031321.

22. Attached hereto as **Exhibit 21** is a true and correct copy of an email from Lynn Tilton to Cindi Giglio (of Curtis, Mallet-Prevost, Colt & Mosle LLP, restructuring counsel for TransCare) and Lynn P. Harrison III (also of Curtis, Mallet-Prevost, Colt & Mosle LLP), dated February 24, 2016, bearing Bates number PP-TRBK0047615 through PP-TRBK0047616.

23. Attached hereto as **Exhibit 22** is a true and correct copy of an email from Larry Careaga (of TransCare) to Mark Bonilla (CFO of TransCare), dated February 26, 2015, and accompanying chain, bearing Bates number TRANSCARE00142997 through TRANSCARE00142999.

24. Attached hereto as **Exhibit 23** is a true and correct copy of an email from Larry Careaga to Mark Bonilla, dated March 5, 2015, bearing Bates number TRANSCARE00040331.

25. Attached hereto as **Exhibit 24** is a true and correct copy of an email from Larry Careaga to Mark Bonilla, dated April 9, 2015, bearing Bates number TRANSCARE00014062.

26. Attached hereto as **Exhibit 25** is a true and correct copy of an email from Mark Bonilla to Melissa Provost (of Wells Fargo), dated April 10, 2015, and accompanying chain, bearing Bates number TRANSCARE00059061 through TRANSCARE00059062.

27. Attached hereto as **Exhibit 26** is a true and correct copy of an email from Mark Bonilla to Melissa Provost, dated April 24, 2015, and accompanying chain, bearing Bates number TRANSCARE00030152.

28. Attached hereto as **Exhibit 27** is a true and correct copy of TransCare Corporation Written Consent of Director Without a Meeting, dated February 26, 2015, bearing Bates number PP-TRBK0003594 through PP-TRBK0003597.

29. Attached hereto as **Exhibit 28** is a true and correct copy of TransCare Written Consent of Sole Director Without a Meeting, dated March 5, 2015, bearing Bates number PP-TRBK0003640 through PP-TRBK0003643.

30. Attached hereto as **Exhibit 29** is a true and correct copy of TransCare Written Consent of Sole Director Without a Meeting, dated April 9, 2015, bearing Bates number PP-TRBK0098857 through PP-TRBK0098883.

31. Attached hereto as **Exhibit 30** is a true and correct copy of an email from Glenn Leland to Jean Luc Pelissier, Brad Schneider (of Patriarch Partners), Mark Bonilla, Steve Berlin (of Patriarch Partners), and Brian Stephen, dated February 6, 2015, and accompanying chain, bearing Bates number TRANSCARE00004259 through TRANSCARE00004262.

32. Attached hereto as **Exhibit 31** is a true and correct copy of an email from Mike Weinberger (of Richmond County Ambulance) to Glenn Leland, dated February 20, 2015, bearing Bates number TRASCARE00195974.

33. Attached hereto as **Exhibit 32** is a true and correct copy of an email from Glenn Leland to Lynn Tilton, dated March 7, 2015, bearing Bates number PP-TRBK0071446 through PP-TRBK0071450.

34. Attached hereto as **Exhibit 33** is a true and correct copy of an email from Glenn Leland to Jean Luc Pelissier, dated July 9, 2015, and accompanying chain, bearing Bates number PP-TRBK0030896 through PP-TRBK0030899.

35. Attached hereto as **Exhibit 34** is a true and correct copy of an email from Glenn Leland to Jean Luc Pelissier, Michael Greenberg, and Scott Whalen (of Patriarch Partners), dated July 10, 2015, and accompanying chain, bearing Bates number PP-TRBK0030755 through PP-TRBK0030758, attaching a document bearing Bates number PP-TRBK0030759 through PP-TRBK0030772.

36. Attached hereto as **Exhibit 35** is a true and correct copy of an email from Glenn Leland to Brian Stephen, dated December 9, 2015, and accompanying chain, bearing Bates number PP-TRBK0047198 through PP-TRBK0047200.

37. Attached hereto as **Exhibit 36** is a true and correct copy of an email from Glenn Leland to Lynn Tilton, dated February 7, 2015, bearing Bates number PP-TRBK0028570 through PP-TRBK0028573, attaching a document bearing Bates number PP-TRBK0028574 through PP-TRBK0028575.

38. Attached hereto as **Exhibit 37** is a true and correct copy of Modification No. 7 to Contract No. 07H9751T, between the New York City Transit Authority and TransCare New York,

Inc., effective August 1, 2015, bearing Bates number PP-TRBK0004457 through PP-TRBK0004462.

39. Attached hereto as **Exhibit 38** is a true and correct copy of an email from Scott Whalen to Glenn Leland and Michael Greenberg, dated July 8, 2015, and accompanying chain, bearing Bates number PP-TRBK0064662 through PP-TRBK0064665.

40. Attached hereto as **Exhibit 39** is a true and correct copy of an email from Lynn Tilton to Kurt Marsden (of Wells Fargo), dated August 4, 2015, and accompanying chain, bearing Bates number PP-TRBK0090469 through PP-TRBK0090473.

41. Attached hereto as **Exhibit 40** is a true and correct copy of an email from Glenn Leland to Michael Greenberg, dated July 9, 2015, and accompanying chain, bearing Bates number PP-TRBK0030905 through PP-TRBK0030908.

42. Attached hereto as **Exhibit 41** is a true and correct copy of an email from Glenn Leland to Thomas Charles (of Lockton, an insurance broker), dated July 3, 2015, bearing Bates number TRANSCARE00200245.

43. Attached hereto as **Exhibit 42** is a true and correct copy of an email from Laurence Forte (of Wells Fargo) to Lynn Tilton, dated July 6, 2015, and accompanying chain, bearing Bates number PP-TRBK0042651 through PP-TRBK0042654.

44. Attached hereto as **Exhibit 43** is a true and correct copy of an email from Lynn Tilton to Kurt Marsden, dated July 16, 2015, bearing Bates number WF_TC_00000386, attaching a document bearing Bates number WF_TC_00000387 through WF_TC_00000391, and attaching an Excel spreadsheet bearing Bates number WF_TC_00000392.

45. Attached hereto as **Exhibit 44** is a true and correct copy of an email from Larry Careaga to Mark Bonilla, dated July 8, 2015, bearing Bates number TRANSCARE00153332.

46. Attached hereto as **Exhibit 45** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated July 8, 2015, bearing Bates number PP-TRBK0098922 through PP-TRBK0098927.

47. Attached hereto as **Exhibit 46** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated July 8, 2015, bearing Bates number PP-TRBK0098928 through PP-TRBK0098933.

48. Attached hereto as **Exhibit 47** is a true and correct copy of an email from Larry Careaga to Teresa Garney (of Wells Fargo), dated July 16, 2015, and accompanying chain, bearing Bates number TRANSCARE00155495 through TRANSCARE00155499.

49. Attached hereto as **Exhibit 48** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated July 16, 2015, bearing Bates number PP-TRBK0063354 through PP-TRBK0063359.

50. Attached hereto as **Exhibit 49** is a true and correct copy of an email from Mark Bonilla to Michael Greenberg, dated July 8, 2015, and accompanying chain, bearing Bates number PP-TRBK0030959 through PP-TRBK0030960, attaching a document bearing Bates number PP-TRBK0030961.

51. Attached hereto as **Exhibit 50** is a true and correct copy of an email from Brian Stephen to Diane Morgenroth (of the New York City Transit Authority), dated February 26, 2016, bearing Bates number PP-TRBK0043516, attaching a document bearing Bates number PP-TRBK0043517.

52. Attached hereto as **Exhibit 51** is a true and correct copy of Amendment 27 to the Credit Agreement between TransCare Corporation and Patriarch Partners Agency Services, LLC, as Administrative Agent, dated July 7, 2015, bearing Bates number PP-TRBK0049638 through PP-TRBK0049652.

53. Attached hereto as **Exhibit 52** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated October 8, 2015, bearing Bates number PP-TRBK0108125 through PP-TRBK0108130.

54. Attached hereto as **Exhibit 53** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated October 16, 2015, bearing Bates number PP-TRBK0056115 through PP-TRBK0056120.

55. Attached hereto as **Exhibit 54** is a true and correct copy of an email from Glenn Leland to Jean Luc Pelissier and Michael Greenberg, dated October 1, 2015, bearing Bates number TRANSCARE00205383.

56. Attached hereto as **Exhibit 55** is a true and correct copy of an email from Melissa Provost to Glenn Leland, dated October 14, 2015, bearing Bates number TRANSCARE00006334, attaching a document bearing Bates number TRANSCARE00006335 through TRANSCARE00006336.

57. Attached hereto as **Exhibit 56** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton and Jean Luc Pelissier, dated December 11, 2015, and accompanying chain, bearing Bates number PP-TRBK0002058 through PP-TRBK0002059.

58. Attached hereto as **Exhibit 57** is a true and correct copy of an email from Lynn Tilton to Michael Greenberg and Lynn Tilton, dated December 16, 2015, and accompanying chain, bearing Bates number PP-TRBK0075262 through PP-TRBK0075263.

59. Attached hereto as **Exhibit 58** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated December 11, 2015, and accompanying chain, bearing Bates number PP-TRBK0083461 through PP-TRBK0083463.

60. Attached hereto as **Exhibit 59** is a true and correct copy of an email from Lynn Tilton to Michael Greenberg, dated December 18, 2015, bearing Bates number PP-TRBK0001414.

61. Attached hereto as **Exhibit 60** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated December 18, 2015, bearing Bates number PP-TRBK0041410 through PP-TRBK0041413, attaching an Excel spreadsheet bearing Bates number PP-TRBK0041414.

62. Attached hereto as **Exhibit 61** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated December 24, 2015, bearing Bates number PP-TRBK0022044 through PP-TRBK0022047, attaching an Excel spreadsheet bearing Bates number PP-TRBK0022048 through PP-TRBK0022049.

63. Attached hereto as **Exhibit 62** is a true and correct copy of an email from Melissa Provost to Michael Greenberg and Jean Luc Pelissier, dated December 23, 2015, bearing Bates number PP-TRBK0075497, attaching a document bearing Bates number PP-TRBK0075498 through PP-TRBK0075499.

64. Attached hereto as **Exhibit 63** is a true and correct copy of an email from John Husson to Michael Greenberg and Melissa Provost, dated December 30, 2015, bearing Bates number PP-TRBK0012096.

65. Attached hereto as **Exhibit 64** is a true and correct copy of an email from John Husson to Michael Greenberg, dated December 29, 2015, and accompanying chain, bearing Bates number PP-TRBK0022003 through PP-TRBK0022005.

66. Attached hereto as **Exhibit 65** is a true and correct copy of a Consulting Agreement between TransCare Corporation and Carl Marks Advisory Group, LLC, dated January 7, 2016, bearing Bates number PP-TRBK0043438 through PP-TRBK0043447.

67. Attached hereto as **Exhibit 66** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated December 23, 2015, bearing Bates number PP-TRBK0018108 through PP-TRBK0018109.

68. Attached hereto as **Exhibit 67** is a true and correct copy of an email from Michael Greenberg to Carl Landeck (of Carl Marks Advisory Group, LLC) and Jonathan Killion (of Carl Marks Advisory Group, LLC), dated January 7, 2016, bearing Bates number CM_TC2018_0003369 through CM_TC2018_0003373, attaching an Excel spreadsheet bearing Bates number CM_TC2018_0003374.

69. Attached hereto as **Exhibit 68** is a true and correct copy of an email from Brian Stephen to Peter J. Buenger (of Curtis, Mallet-Prevost, Colt & Mosle LLP), dated February 11, 2016, bearing Bates number PP-TRBK0048966, attaching documents bearing Bates number PP-TRBK0048967 through PP-TRBK0049046.

70. Attached hereto as **Exhibit 69** is a true and correct copy of a Security Agreement between TransCare Corporation and Ark II CLO 2001-1, LTD., dated January 15, 2016, bearing Bates number PP-TRBK0049018 through PP-TRBK0049033.

71. Attached hereto as **Exhibit 70** is a true and correct copy of an email from Marc Pfefferle (of Carl Marks Advisory Group, LLC) to Jonathan Killion, Michael Greenberg, Jean Luc

Pelissier, and Randy Jones, dated January 27, 2016, and accompanying chain, bearing Bates number CM_TC2018_0002108 through CM_TC2018_0002109, attaching a PowerPoint presentation bearing Bates number CM_TC2018_0002110 through CM_TC2018_0002124.

72. Attached hereto as **Exhibit 71** is a true and correct copy of a Credit Modification Request, sent to John Husson from Melissa Provost, dated January 27, 2016, bearing Bates number WF_Tilton_00000115.

73. Attached hereto as **Exhibit 72** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated December 8, 2015, bearing Bates number TRANSCARE00231409 through TRANSCARE00231414.

74. Attached hereto as **Exhibit 73** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated December 11, 2015, bearing Bates number PP-TRBK0099430 through PP-TRBK0099435.

75. Attached hereto as **Exhibit 74** is a true and correct copy of an email from Larry Careaga to “Daily BBC,” Melissa Provost, and Teresa Garney (of Wells Fargo), dated December 17, 2015, and accompanying chain, bearing Bates number TRANSCARE00138081 through TRANSCARE00138082.

76. Attached hereto as **Exhibit 75** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated December 17, 2015, bearing Bates number PP-TRBK0098916 through PP-TRBK0098921.

77. Attached hereto as **Exhibit 76** is a true and correct copy of an email from Larry Careaga to Melissa Provost and Teresa Garney, dated January 5, 2016, bearing Bates number TRANSCARE00024535, attaching a document bearing Bates number TRANSCARE00024536 through TRANSCARE00024540.

78. Attached hereto as **Exhibit 77** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated January 5, 2016, bearing Bates number TRANSCARE00231415 through TRANSCARE00231420.

79. Attached hereto as **Exhibit 78** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Patriarch Partners Agency Services, LLC, as Administrative Agent, dated January 7, 2016, bearing Bates number TRANSCARE00231421 through TRANSCARE00231426.

80. Attached hereto as **Exhibit 79** is a true and correct copy of an email from Ashley Gerczak (of Patriarch Partners) to Carlos Mercado (of Patriarch Partners), dated January 15, 2016, and accompanying chain, bearing Bates number PP-TRBK0015408 through PP-TRBK0015409.

81. Attached hereto as **Exhibit 80** is a true and correct copy of an email from Lynn Tilton to Renee Dudley (of Patriarch Partners), dated January 15, 2016, and accompanying chain, bearing Bates number PP-TRBK0008416.

82. Attached hereto as **Exhibit 81** is a true and correct copy of an email from Lynn Tilton to Renee Dudley, dated January 29, 2016, and accompanying chain, bearing Bates number PP-TRBK0099192 through PP-TRBK0099194.

83. Attached hereto as **Exhibit 82** is a true and correct copy of Direction Letter for Payment of Certain Loan Proceeds, from TransCare Corporation to Ark II CLO 2001-1, LTD., dated January 29, 2016, bearing Bates number PP-TRBK0043417 through PP-TRBK0043421.

84. Attached hereto as **Exhibit 83** is a true and correct copy of an email from Windy McCracken (of Patriarch Partners) to Mark Bonilla, dated December 30, 2015, and accompanying chain, bearing Bates number TRANSCARE00026216 through TRANSCARE00026223.

85. Attached hereto as **Exhibit 84** is a true and correct copy of an email from Robert Strack to Lynn Tilton, Michael Greenberg, Jean Luc Pelissier, and Randy Jones, dated February 10, 2016, and accompanying chain, bearing Bates number PP-TRBK0022332 through PP-TRBK0022334.

86. Attached hereto as **Exhibit 85** is a true and correct copy of an email from Daniel F. Fiorillo (of Otterbourg P.C.) to Lynn Tilton, Robert Strack (of Wells Fargo), John Husson, Melissa Provost, Michael Greenberg, Jean Luc Pelissier, and Vincent Devito (of Patriarch Partners), dated February 22, 2016, and accompanying chain, bearing Bates number PP-TRBK0003859 through PP-TRBK0003864.

87. Attached hereto as **Exhibit 86** is a true and correct copy of an email from Lynn Tilton to Kurt Marsden, dated February 9, 2016, and accompanying chain, bearing Bates number PP-TRBK0028275 through PP-TRBK0028278.

88. Attached hereto as **Exhibit 87** is a true and correct copy of an Engagement Agreement between TransCare Corporation and its subsidiaries and Curtis, Mallet-Prevost, Colt & Mosle LLP, dated February 10, 2016, bearing Bates number PP-TRBK0051777 through PP-TRBK0051785.

89. Attached hereto as **Exhibit 88** is a true and correct copy of an email from Lynn Tilton to Robert Strack, dated February 17, 2016, and accompanying chain, bearing Bates number WF_TC_00005264 through WF_TC_00005273.

90. Attached hereto as **Exhibit 89** is a true and correct copy of an email from Michael Greenberg to Glen Youngblood (of TransCare), dated February 10, 2016, and accompanying chain, bearing Bates number PP-TRBK0006471 through PP-TRBK0006472.

91. Attached hereto as **Exhibit 90** is a true and correct copy of an email from Tendai Masaya (of Patriarch Partners) to Carlos Mercado and Brian Stephen, dated February 10, 2016, bearing Bates number PP-TRBK0015288, attaching documents bearing Bates number PP-TRBK0015289 through PP-TRBK0015295.

92. Attached hereto as **Exhibit 91** is a true and correct copy of an email from Brian Stephen to Robert Siegel (of Willis Group, an insurance broker), dated February 10, 2016, bearing Bates number PP-TRBK0096148 attaching a document bearing Bates number PP-TRBK0096149 through PP-TRBK0096150.

93. Attached hereto as **Exhibit 92** is a true and correct copy of an email from Brian Stephen to John Pothin and Peter Wolf (of TransCare), dated February 17, 2016, and accompanying chain, bearing Bates number PP-TRBK0086412 through PP-TRBK0086413.

94. Attached hereto as **Exhibit 93** is a true and correct copy of an email from Cindi Giglio to Brian Stephen, dated February 12, 2016, and accompanying chain, bearing Bates number PP-TRBK0051817 through PP-TRBK0051819.

95. Attached hereto as **Exhibit 94** is a true and correct copy of an email from Jonathan N. Helfat (of Otterbourg P.C.) to Cindi Giglio, Lynn P. Harrison III, Carl Landeck, Jonathan Killion, Marc Pfefferle, Lynn Tilton, Jean Luc Pelissier, Randy Jones, Michael Greenberg, and

Daniel F. Fiorillo, dated February 12, 2016, bearing Bates number PP-TRBK0046279 through PP-TRBK0046280.

96. Attached hereto as **Exhibit 95** is a true and correct copy of an email from Robert Strack to Michael A. Moore (of Wells Fargo), dated February 12, 2016, and accompanying chain, bearing Bates number WF_Tilton_00007079 through WF_Tilton_00007083.

97. Attached hereto as **Exhibit 96** is a true and correct copy of an email from Jonathan Killion to Michael Greenberg, dated February 10, 2016, bearing Bates number PP-TRBK0002317, attaching an Excel spreadsheet bearing Bates number PP-TRBK0002318.

98. Attached hereto as **Exhibit 97** is a true and correct copy of an email from Michael Greenberg to Jonathan Killion, dated February 11, 2016, bearing Bates number PP-TRBK0016055, attaching an Excel spreadsheet bearing Bates number PP-TRBK0016056.

99. Attached hereto as **Exhibit 98** is a true and correct copy of an email from Jean Luc Pelissier to Randy Jones, John Pothin, Michael Greenberg, Peter Wolf, Glen Youngblood, Brian Stephen, and Kevin Dell (of Patriarch Partners), dated February 14, 2016, bearing Bates number PP-TRBK0097632 through PP-TRBK0097640.

100. Attached hereto as **Exhibit 99** is a true and correct copy of an email from Lynn Tilton to Robert Strack, dated February 17, 2016, and accompanying chain, bearing Bates number PP-TRBK0091631 through PP-TRBK0091632.

101. Attached hereto as **Exhibit 100** is a true and correct copy of an email from Lynn Tilton to Robert Strack, dated February 17, 2016, bearing Bates number PP-TRBK0097459, attaching an Excel spreadsheet bearing Bates number PP-TRBK0097460.

102. Attached hereto as **Exhibit 101** is a true and correct copy of an email from Lynn Tilton to Robert Strack, dated February 17, 2016, bearing Bates number PP-TRBK0044615

through PP-TRBK0044616, attaching an Excel spreadsheet bearing Bates number PP-TRBK0044617.

103. Attached hereto as **Exhibit 102** is a true and correct copy of an email from Robert Strack to Lynn Tilton, dated February 18, 2016, and accompanying chain, bearing Bates number PP-TRBK0044607 through PP-TRBK0044609.

104. Attached hereto as **Exhibit 103** is a true and correct copy of an email from Alicia Staggers (of Patriarch Partners) to Lynn Tilton, dated February 18, 2016, and accompanying chain, bearing Bates number PP-TRBK0052107.

105. Attached hereto as **Exhibit 104** is a true and correct copy of an email from Robert Strack to Mark Claster (of Carl Marks Advisory Group, LLC) and Marc Pfefferle, dated February 19, 2016, and accompanying chain, bearing Bates number WF_TC_00004343 through WF_TC_00004348.

106. Attached hereto as **Exhibit 105** is a true and correct copy of an email from Lynn Tilton to Jean Luc Pelissier, dated February 13, 2016, and accompanying chain, bearing Bates number PP-TRBK0110746 through PP-TRBK0110751.

107. Attached hereto as **Exhibit 106** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated February 20, 2016, bearing Bates number PP-TRBK0110451 through PP-TRBK0110469, attaching Excel spreadsheets bearing Bates numbers PP-TRBK0110470 through PP-TRBK0110471.

108. Attached hereto as **Exhibit 107** is a true and correct copy of an email from Vikram Agrawal (of Patriarch Partners) to Lynn Tilton, dated February 22, 2016, and accompanying chain, bearing Bates number PP-TRBK0099137 through PP-TRBK0099142, attaching Excel

spreadsheets bearing Bates numbers PP-TRBK0099143 through PP-TRBK0099144, and attaching documents bearing Bates numbers PP-TRBK0099145 through PP-TRBK0099147.

109. Attached hereto as **Exhibit 108** is a true and correct copy of an email from Glen Youngblood to Michael Greenberg, Peter Wolf and Barbara Santiago (of TransCare), dated February 20, 2016, and accompanying chain, bearing Bates number PP-TRBK0046182 through PP-TRBK0046183.

110. Attached hereto as **Exhibit 109** is a true and correct copy of an email from Michael Greenberg to Vikram Agrawal and Jodie Frazier (of Patriarch Partners), dated February 22, 2016, and accompanying chain, bearing Bates number PP-TRBK0004679 through PP-TRBK0004680.

111. Attached hereto as **Exhibit 110** is a true and correct copy of an email from Carlos Mercado to Guillaume Fillebeen (of Patriarch Partners), dated February 16, 2016, bearing Bates number PP-TRBK0019088, attaching an Excel spreadsheet bearing Bates number PP-TRBK0019089.

112. Attached hereto as **Exhibit 111** is a true and correct copy of an email from Brian Stephen to Peter Wolf, dated February 24, 2016, bearing Bates number PP-TRBK0043305, attaching a document bearing Bates number PP-TRBK0043306 through PP-TRBK0043314.

113. Attached hereto as **Exhibit 112** is a true and correct copy of a Notice of Acceptance of Subject Collateral in Partial Satisfaction of Obligation, dated February 24, 2016, bearing Bates number PP-TRBK0091197 through PP-TRBK0091201.

114. Attached hereto as **Exhibit 113** is a true and correct copy of an email from Michael Greenberg to Lynn Tilton, dated February 21, 2016, bearing Bates number PP-TRBK0112325 through PP-TRBK0112331, attaching an Excel spreadsheet bearing Bates number PP-TRBK0112332.

115. Attached hereto as **Exhibit 114** is a true and correct copy a Bill of Sale, Agreement to Pay and Transfer Statement, dated February 24, 2016, bearing Bates number PP-TRBK0091202 through PP-TRBK0091207.

116. Attached hereto as **Exhibit 115** is a true and correct copy of an email from John E. Husson to Laurence S. Forte, Daniel F. Fiorillo, and Robert Strack, dated February 24, 2016, and accompanying chain, bearing Bates number WF_TC_00000369 through WF_TC_00000370.

117. Attached hereto as **Exhibit 116** is a true and correct copy of excerpts from the Deposition Transcript of Salvatore LaMonica taken on October 23, 2018, in the above-captioned adversary case.

118. Attached hereto as **Exhibit 117** is a true and correct copy of an email from Brian Stephen to Lynn Tilton, dated February 25, 2016, bearing Bates number PP-TRBK0043510.

119. Attached hereto as **Exhibit 118** is a true and correct copy of an email from Brian Stephen to Earl Kossuth (of TransCare), dated February 26, 2016, and accompanying chain, bearing Bates number PP-TRBK0076690 through PP-TRBK0076695.

120. Attached hereto as **Exhibit 119** is a true and correct copy of an email from Glen Youngblood to Brian Stephen, dated February 26, 2016, bearing Bates number PP-TRBK0076698 through PP-TRBK0076699.

121. Attached hereto as **Exhibit 120** is a true and correct copy of the Official Report of Proceedings before the National Labor Relations Board on May 30, 2019, in *In the Matter of Transcendence Transit II, et al.*, Case No. 29-CA-182049.

122. Attached hereto as **Exhibit 121** is a true and correct copy of an email from Robert Strack to Randy Jones, dated February 11, 2016, and accompanying chain, bearing Bates number PP-TRBK0012999 through PP-TRBK0013003.

Executed this 20th day of June, 2019 in New York, New York.

/s/ Michael T. Mervis

Michael T. Mervis, Esq.